

Canadian Pacific

J P T Clough
Vice-President

RECORDATION NO. 7319-B Filed 1425

NOV 19 1979 - 3 40 PM

Our File LEA-24 INTERSTATE COMMERCE COMMISSION
Your File

November 12, 1979

9-323A1

Secretary
Interstate Commerce Commission
Washington, D.C.

NOV 19 1979
Date
Fee \$ 10.00
ICC Washington

Re: Canadian Pacific Limited
Equipment Trust Series "U"

Dear Sir:

This refers to the Equipment Trust Agreement dated as of January 1, 1974, between First National Bank of Minneapolis and Canadian Pacific Limited and recorded with the United States Interstate Commerce Commission on January 23, 1974, at 3:20 p.m., Recordation No. 7319.

A Supplemental Agreement dated as of February 16, 1978, has been filed as well with the United States Interstate Commerce Commission on March 7, 1978, Recordation No. 7319-A.

It has become necessary to replace certain destroyed equipment with other appropriate equipment. Consequently, a Supplemental Agreement dated as of November 8, 1979, has been executed by First National Bank of Minneapolis and Canadian Pacific Limited for that purpose.

Transmitted herewith are three original counterparts (two for the Commission's files and one for stamping by the Commission of the recordation information and return to the messenger handing you this letter) of the Supplemental Agreement dated as of November 8, 1979, as well as a cheque to cover the recordation fee.

It is requested that you proceed with the recordation of the Supplemental Agreement pursuant to Section 20c of the Interstate Commerce Act and you return one counterpart to the messenger handing you this letter.

....Page 2

Quentin Parts - Ben Chandler

Secretary
Interstate Commerce Commission
November 12, 1979
Page 2

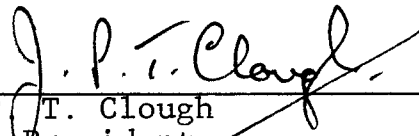
The names and addresses of the parties to the
Supplemental Agreement are as follows:

First National Bank of Minneapolis
120 South Sixth Street
P.O. Box A 700
Minneapolis, Minnesota 55480
U. S. A.

Canadian Pacific Limited
Windsor Station
Montreal, Quebec
H3C 3E4
Canada

I am an Executive Officer of Canadian Pacific
Limited and have knowledge of the matter set forth herewith.

Yours very truly,



J. P. T. Clough
Vice-President
Finance and Accounting

11/19/79

Interstate Commerce Commission
Washington, D.C. 20423


OFFICE OF THE SECRETARY

J. P. T. Clough-Vice- President
Canadian Pacific Limited
910 Peel Street
Montreal, Quebec H3C 5E4

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 11/19/79 at 3:40 pm, and assigned re-
recording number(s). 7319-3

Sincerely yours,


Agatha L. Mergenovich
Secretary

Enclosure(s)

SE-30
(7/79)

NOV 19 1979 - 3 40 PM

INTERSTATE COMMERCE COMMISSION

SUPPLEMENTAL AGREEMENT dated as of the 8th day of November, 1979, by and between FIRST NATIONAL BANK OF MINNEAPOLIS, a national banking association, as Trustee (hereinafter called the "Trustee") and CANADIAN PACIFIC LIMITED, a corporation duly organized and existing under the laws of Canada (hereinafter called the "Company").

WHEREAS CANADIAN PACIFIC LIMITED EQUIPMENT TRUST SERIES "U" was constituted by the Equipment Trust Agreement dated as of January 1, 1974 (hereinafter called the "Trust Agreement") by and between the Trustee and the Company; and

WHEREAS the Trust Agreement was filed and recorded with the United States Interstate Commerce Commission on January 23, 1974 at 3:20 p.m., Recordation No. 7319, pursuant to Section 20c of the Interstate Commerce Act, as amended, and duly deposited in the office of the Registrar General of Canada on January 23, 1974 at 2:40 p.m., notice of such deposit having been duly published in the Canada Gazette on February 9, 1974; and

WHEREAS by Supplemental Agreement dated as of February 16, 1978, filed and recorded with the United States Interstate Commerce Commission on March 7, 1978 at 11:55 a.m., Recordation No. 7319-A and duly deposited in the office of the Registrar General of Canada on February 27, 1978 at 9:15 a.m. and notice of such deposit having been published in the Canada Gazette on April 1, 1978, certain equipment as therein described was subjected to the Trust Agreement replacing equipment that has been destroyed; and

WHEREAS the Company desires to sell, assign and transfer or cause to be sold, assigned and transferred to the Trustee additional equipment the aggregate final cost or fair value of which, whichever is less, will be at least \$302,956.59 being the fair value of equipment subject to the Trust Agreement that has been destroyed.

NOW THEREFORE THIS SUPPLEMENTAL AGREEMENT WITNESSETH:

1. The Company shall sell, assign and transfer or cause to be sold, assigned and transferred to the Trustee as Trustee for the holders of the Trust Certificates under the Trust Agreement the following equipment:


<u>No. of Cars</u>	<u>Number and Description</u>	<u>Fair Value Per Unit</u>	<u>Aggregate Fair Value</u>
	63 foot double hitch flat cars equipped to handle trailers. Numbered as follows:		
11	CP 505631 to CP 505636 CP 505638 to CP 505642	\$11,117.87	\$122,296.57
17	CP 505643 to CP 505658 CP 505660	\$11,118.40	\$189,012.80
	all numbers inclusive.		
28	TOTAL		\$311,309.37


2. Upon the above-described equipment being so sold, assigned and transferred to the Trustee the said equipment shall become Trust Equipment within the meaning of the Trust Agreement and shall be subject to all the terms and conditions thereof.

IN WITNESS WHEREOF, the Company and the Trustee have caused their names to be signed hereto by their respective officers thereunto duly authorized and their respective corporate seals, duly attested, to be hereunto affixed as of the day and year first above written.

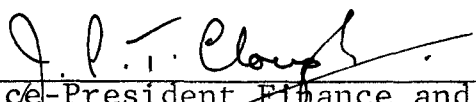
FIRST NATIONAL BANK OF MINNEAPOLIS
Trustee

CORPORATE SEAL
ATTEST:


Trust Officer

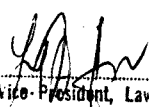
By: 
Its: vice President

CANADIAN PACIFIC LIMITED

By: 
Vice-President Finance and
Accounting

CORPORATE SEAL
ATTEST:

APPROVED
AS TO FORM


Vice-President, Law


Assistant Secretary



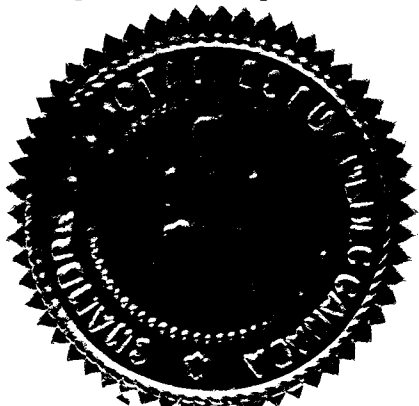
CHAMBER OF NOTARIES OF QUEBEC

PROVINCE OF QUEBEC
CANADA

I, JEAN BERNARD COUPAL, Secretary of the Chamber of Notaries of Quebec, Canada, said Chamber having Seat, in the City of Montreal, organized under the laws of said Province of Quebec, and being the sole and only Chamber Record for all Notaries in said Province, said Chamber having a seal, the whole as enacted by the law 17-18 Elizabeth II, 19 ch. 70, and amended on July 6th, 1973 to concord with the Professional Code which came into force February 1st, 1974.

DO HEREBY CERTIFY that ME ANDRE GROULX, NOTARY-----
residing at Montreal-----in the Judicial District of Montreal-----
of said Province, who signed the certificate of proof of acknowledgment on the hereunto attached instrument, was at the time taking such proof of acknowledgment a practising Notary and Public Officer, having been duly commissioned and sworn as such and his name is entered on the Roll of the Order of Notaries of said Province of Quebec, that his jurisdiction extends over the whole of said Province of Quebec and his term of office is for life; that therefore he is at the date hereon a person authorized to take and certify affidavits and solemn declarations and to take proof and acknowledgment of all deeds and other instruments, and to certify as such Notary both originals and copies thereof or either of them to be recorded in said Province, the whole in accordance with and as required by the said Notarial Act and the laws of said Province of Quebec.

AND moreover I have compared the signature: " André Groulx, notary-----" affixed said instrument, with that deposited in the "Register of official signatures of Notaries" (said Register being kept only by me and remaining of record only in my office), and, as required by said Notarial Act and laws, such signature is the Official signature of said person and the impression of his official seal on said certificate is also genuine.



THAT further in my said capacity of Secretary of the said Chamber of Notaries I am the only authority under the laws of said Province to issue the present certificate

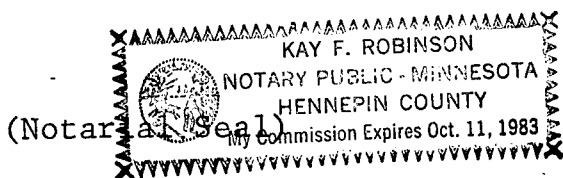
WITNESS my hand and the official seal of said Chamber of Notaries at Montreal
this fifteenth day of October one thousand nine hundred and seventy-nine.


JEAN BERNARD COUPAL
Secretary

630 DORCHESTER BLVD., WEST, ROOM 1700, MONTREAL H3B 1T6

STATE OF)
COUNTY OF) ss:

On this 30th day of OCTOBER, 1979, before me personally appeared John Scanlan, to me personally known, being by me duly sworn, says that he is a VICE PRESIDENT of FIRST NATIONAL BANK OF MINNEAPOLIS, that one of the seals affixed to the foregoing instrument is the corporate seal of said bank, that said instrument was signed and sealed on behalf of said bank by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said bank.



Kay F. Robinson
Notary Public

PROVINCE OF QUEBEC)
CITY OF MONTREAL) ss:

On this 12th day of October, 1979, before me personally appeared J. P. T. Clough, to me personally known, who, being by me duly sworn, says that he is a Vice-President of CANADIAN PACIFIC LIMITED, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Notarial Seal)

André Hunk
Notary